

# Exhibit A

## Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
	)	
W.R. GRACE & CO., et al.,	)	Case no. 01-01139 (JFK)
	)	Jointly Administered
Debtors	)	Re: Docket No. 7776 and
	)	4/25/05 Agenda Item 2

**ORDER DENYING WITHOUT PREJUDICE DEBTORS' APPLICATION TO EMPLOY  
CAHILL, GORDON & REINDEL AS SPECIAL COUNSEL TO THE DEBTORS**

Upon the application (the "Application")<sup>1</sup> of the Debtors for the entry of an order authorizing the employment of Cahill, Gordon & Reindel as special counsel to the Debtors; and it appearing that the Court has jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this proceeding and the Application is properly in this district and pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been given; and the Court having reviewed the objections to the Application and having heard argument on the Application; and after due deliberation,

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<sup>1</sup> Any term not defined herein shall have the meaning ascribed to it in the Application.

IT IS HEREBY ORDERED THAT:

1. The Application is denied without prejudice to the Debtors' ability to bring the same or similar application at a later date.

2. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: \_\_\_\_\_, 2005

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The Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge